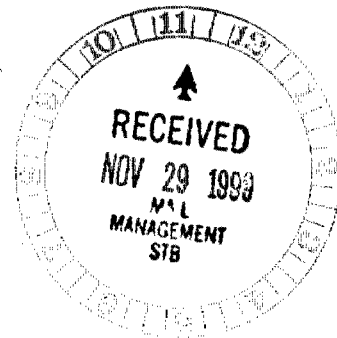


DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company



November 24, 1999

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Amendment to the Memorandum of Railroad Equipment Lease Agreement, Amendment No. 1. This filing is being submitted to correct a filing recorded with the Surface Transportation Board on October 13, 1999 under Recordation No. 22129-A.

The lease to which this document is connected is recorded under Recordation No. 22129. Please file this as a secondary document, the fee of \$26.00 is included on the enclosed check no. 472498. If you have any questions, please call me at 513-621-8770, ext. 239.

Thank you.

Sincerely,

Julie M. Woodard
Documentation Coordinator

JMW/msb

Enclosures

22129-B
10/13/99

**AMENDMENT
TO THE
MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT
AMENDMENT NO. 1**

This **AMENDMENT TO THE MEMORANDUM OF RAILROAD EQUIPMENT LEASE AMENDMENT NO. 1** ("Amended Memorandum") dated November 21, 1999, is intended to evidence the change to the Memorandum of Railroad Equipment Lease Agreement Amendment No. 1 dated as of September 3, 1999 (the "Memorandum No. 1"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **UNITED STATES GYPSUM COMPANY**, a Delaware corporation ("Lessee"), and filed with the Surface Transportation Board on October 13, 1999, with Recordation No. 22129-A.

WHEREAS, Memorandum No. 1 incorrectly listed DJTX 70707 as a Unit covered under the Lease, Lessor desires to correct Memorandum No. 1 by deleting the Unit bearing reporting mark DJTX 70707 and replacing with the Unit bearing reporting mark DJTX 70737. This Amended Memorandum should receive Recordation No. 22129-B.

IN WITNESS WHEREOF, Lessor has executed this Amended Memorandum on the date indicated below its signature.

DJJ TRANSPORTATION SERVICES, INC.

By: Paul E. Loebig

Name: Paul E. Loebig

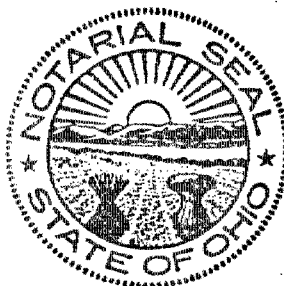
Title: Vice President

Date: November 21, 1999

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 21st day of ~~October~~ *November*, 1999, by Paul E. Loebig, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Julie M Woodard



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

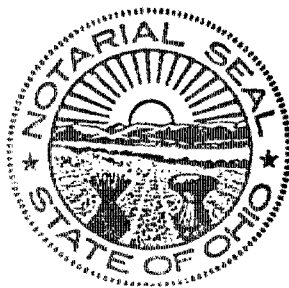
22129-B

DEC 15 99 3:17 PM

CERTIFICATE

The undersigned, Julie M Woodard notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

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DJJ TRANSPORTATION SERVICES, INC.

By: 

Name: Paul E. Loebig

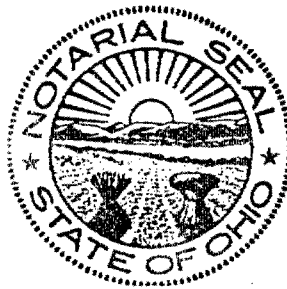
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JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002